

BALL JANIK LLP

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July 25, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 23135-A FILED

JUL 25 '01 12:19 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of June 29, 2001. The primary document to which this is connected is recorded under Recordation No. 23135. We request that one copy of this document be recorded under Recordation No. 23135-A.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Transamerica Equipment Financial Services Corporation
5080 Spectrum Drive, Suite 100
West, Addison TX 75001

Assignee:

GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of the 31 cars numbered LNAL 70962, 70963, 70967-70969, inclusive, 70986-70999, inclusive, 370380-370382, inclusive, 25962-25966, inclusive, 27100, 27101, 60957 and 60958 (to be renumbered with the KRL prefix).

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Honorable Vernon A. Williams
July 25, 2001
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A fee of \$ 28.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Transamerica Equipment Financial Services Corporation, 5080 Spectrum Drive, Suite 100, West, Addison TX 75001, and GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 31 cars numbered LNAL 70962, 70963, 70967-70969, inclusive, 70986-70999, inclusive, 370380-370382, inclusive, 25962-25966, inclusive, 27100, 27101, 60957 and 60958 (to be renumbered with the KRL prefix).

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF

ASSIGNMENT AND ASSUMPTION AGREEMENT

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of June 29, 2001 (together with all amendments and supplements hereto, this "Memorandum"), between Transamerica Equipment Financial Services Corporation, a Delaware corporation (together with its successors and permitted assigns, the "Assignor"), and GATX Third Aircraft Corporation, a Delaware corporation (together with its successors and permitted assigns, the "Assignee").

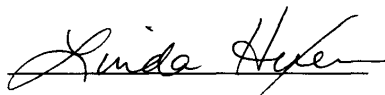
WHEREAS, the Assignor and the Assignee have entered into that certain Assignment and Assumption Agreement dated as of June 29, 2001, covering the Lease and Lease Supplements described in Exhibit A attached hereto and certain other documents.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the assignment of the Lease and Lease Supplements described in Exhibit A attached hereto by the Assignor to the Assignee and, accordingly, have caused this Memorandum to be duly executed by their respective duly authorized officers on June 29, 2001.

TRANSAMERICA EQUIPMENT
FINANCIAL SERVICES CORPORATION

By: 
Title: DAVE B. FATE
EXECUTIVE VICE PRESIDENT

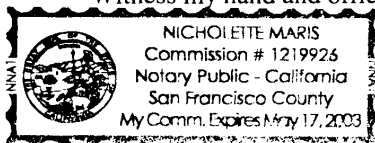
GATX THIRD AIRCRAFT CORPORATION

By: 
Title: Vice President

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On July 23, 2001 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Nicholette Mairs
Notary Public

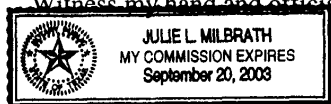
My Commission Expires:

May 17, 2003

STATE OF Texas)
COUNTY OF Dallas)

On June 29, 2001 before me, Juliel M. Ilbrath, Notary Public, personally appeared Dave B. Fate, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Julie Z. Milbrath
Notary Public

My Commission Expires:

September 20, 2003

Exhibit A

1. Master Lease Agreement dated September 25, 2000 between Transamerica Financial Services Corporation and Kasgro Rail Corp. and Kasgro Leasing LLC.
2. Schedule No. 1 dated September 25, 2000 between Transamerica Financial Services Corporation and Kasgro Rail Corp. and Kasgro Leasing LLC.
3. Schedule No. 2 dated September 25, 2000 between Transamerica Financial Services Corporation and Kasgro Rail Corp. and Kasgro Leasing LLC.